



BOARD OF GOVERNORS
OF THE
FEDERAL RESERVE SYSTEM
WASHINGTON, D. C. 20551

ADDRESS OFFICIAL CORRESPONDENCE
TO THE BOARD

January 31, 1997

Isaac B. Lustgarten, Esq.
Schulte Roth & Zabel, LLP
900 Third Avenue
New York, NY 10022

Dear Mr. Lustgarten:

As requested in your submission dated January 24, 1997, the Board of Governors has granted consent under section 4(c)(9) of the Bank Holding Company Act ("BHC Act") for Cooperatieve Centrale Raiffeisen - Boerenleenbank, B.A., Rabobank Nederland ("Rabobank"), Utrecht, the Netherlands, to acquire the U.S. operations of Robeco Administratie Mij., B.V. ("Robecam"), Rotterdam, the Netherlands, by acquiring 50 percent of the shares of Robecam's newly formed parent company, Robeco Groep, N.V. ("RGNV"). Robecam's U.S. operations include Robeco U.S. Holding, Inc.; Robeco Texas, Inc.; Robeco SGR Holding, Inc.; Smith Graham & Co. Asset Managers, L.L.P.; SGR Global Advisors; and Financial Trading & Consultancy Corporation.

In granting its consent, the Board has relied on the commitments made by Rabobank in the application, among which are the following:

1. Rabobank will file an application pursuant to section 4(c)(8) of the BHC Act to acquire Robeco U.S. Holding, Inc.; Robeco Texas, Inc.; Robeco SGR Holding, Inc.; Smith Graham & Co. Asset Managers, L.L.P.; SGR Global Advisors; and Financial Trading & Consultancy Corp., as required, as promptly as practicable and, in any event, not later than ninety days after the closing of the acquisition by Rabobank of 50 percent of the shares of RGNV.
2. Rabobank will comply with any requirements imposed by the Board in any order relating to the application under section 4(c)(8) of the BHC Act or any other order.
3. Rabobank will submit to the jurisdiction of the courts of the United States for the enforcement of commitments made in connection with this section 4(c)(9) application and the subsequent section 4(c)(8) application.
4. Rabobank will discontinue any U.S. activities of RGNV that do not conform to the requirements of the BHC Act as

promptly as practical and, in any event, within the time specified by the Board.

5. During the temporary exemption period, RGNV will not engage in any new activities in the United States unless approval is sought and obtained from the Board.
6. During the temporary exemption period, RGNV's U.S. operations, on the one hand, and Rabobank's U.S. operations, on the other, will remain separate and will not engage in any business with, or on behalf of, each other in the United States. In furtherance of the foregoing, and not in limitation thereof, Rabobank has made the following additional commitments:
 - a. There will be no director, officer, or employee interlocks between RGNV's U.S. operations and Rabobank's U.S. operations.
 - b. There will be no joint marketing efforts by RGNV's U.S. operations and Rabobank's U.S. operations.
 - c. RGNV's U.S. operations and Rabobank's U.S. operations will not share fees, profits, or customer information with, will not make customer referrals to, and will not engage in cross-marketing with, each other.

Based on its consideration of the facts of record and the commitments noted above, the Board has determined that granting temporary authority under section 4(c)(9) would not be substantially at variance with the purposes of the BHC Act and would be in the public interest. The commitments relied upon in reaching this decision are conditions imposed in writing by the Board in connection with its findings and determination and may be enforced in proceedings under applicable law.

Very truly yours,



Jennifer J. Johnson
Deputy Secretary of the Board

cc: John S. Cassidy
Federal Reserve Bank of New York